

UNITED STATES DISTRICT COURT  
DISTRICT OF MASSACHUSETTS

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In Re: NETWORK ENGINES, INC. ) CA No: 03-12529-JLT  
SECURITIES LITIGATION )  
)

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**STIPULATION**

WHEREAS, on March 17, 2004, this Court entered its Order Consolidating the Actions, Appointing Wing Kam Yu, Blake Kunkel, and Thomas Cunningham as Lead Plaintiff Pursuant to §21D(a)(3)(B) of the Securities Exchange Act of 1934 and Approving its Selection of Lead and Liaison Counsel ("Lead Plaintiff Order"); and

WHEREAS, the parties entered into a Scheduling Stipulation filed with this Court on March 4, 2004; and

WHEREAS, the parties agree that the consolidation order and the scheduling stipulation need to be supplemented:

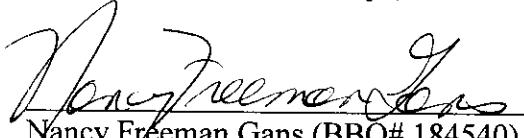
THEREFORE, IT IS HEREBY STIPULATED AND AGREED by the parties that:

1. Related case *Nitin Subandh, vs. Network Engines, Inc., John Curtis, Douglas G. Bryant, and Lawrence A. Genovesi*, Civil Action No. 04-10332 should be consolidated with the above-entitled action; and

2. Plaintiffs shall have 60 days from the date of the entry of the Court's Lead Plaintiff Order to file a Consolidated Amended Complaint.

Dated: March 23, 2004

**By the Plaintiff's attorneys,**



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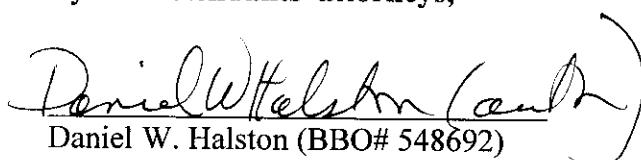
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**By the Defendants' attorneys,**



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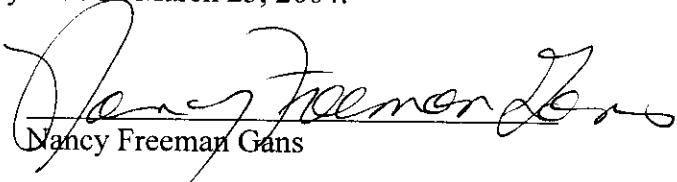
(617) 526-6000

SO ORDERED:

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**CERTIFICATE OF SERVICE**

I, Nancy Freeman Gans, hereby certify that a true copy of the above document was served upon the attorney of record for each party by mail on March 23, 2004.



Nancy Freeman Gans